

**EXHIBIT 46**

\*\*\*\*\*CONFIDENTIAL DEPOSITION\*\*\*\*\*

IN THE UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

Leighton Technologies, LLC, )

Plaintiff-Counterclaim )

Defendant, )Case No.

-vs- )04Civ

Oberthur Card Systems, S.A.,)2496(CM)

Defendant-Counterclaim )

Plaintiff. )

- - - o0o - - -

Deposition of KEITH R. LEIGHTON, a  
witness herein, called by the Defendant-  
Counterclaim Plaintiff, as if upon  
cross-examination under the statute, and  
taken before Luanne Stone, a Notary Public  
within and for the State of Ohio, pursuant  
to the issuance of notice and subpoena, and  
pursuant to the further stipulations of  
counsel herein contained, on Sunday, the 9th  
day of October, 2005 at 9:00 o'clock A.M.,  
at the Renaissance Hotel, the City of  
Cleveland, the County of Cuyahoga and the  
State of Ohio.

\*\*\*\*\*CONFIDENTIAL DEPOSITION\*\*\*\*\*

**Tackla**  
& Associates

Court Reporting & Videotaping

Tackla & Associates

1015 Ohio Savings Plaza  
1801 E. Ninth Street  
Cleveland, Ohio 44114

216-241-3918 • Fax 216-241-3935

1 A Before they developed their contact/  
2 contactless smart card.

3 Q That's not the question. Did you  
4 develop your invention prior to going to  
5 Motorola in 1990 -- in the first half of  
6 1995?

7 A No.

8 Q You developed your invention after  
9 leaving Motorola in 1995, correct?

10 A That's correct.

11 Q So, what is different in your invention  
12 than what -- what you saw at Motorola?

13 MR. GUTKIN: Vague and ambiguous.  
14 Lacks foundation.

15 THE WITNESS: Do you want me to answer  
16 that?

17 MR. GUTKIN: Yeah, yeah. Unless I  
18 instruct you not to answer, he's entitled to  
19 an answer.

20 THE WITNESS: Okay. My invention  
21 could not have been practiced at Motorola.

22 BY MR. JACOBS:

23 Q I'm asking you why.

24 A Because they did not have control of  
25 their ram to give zero pressures on the

1 surface of the plastic before heating it.  
2 They had a -- I believe a four-window,  
3 daylight window laminator that you cannot  
4 control the platens individually. The  
5 bottom platen, if you put electronics in,  
6 would pick up about 450 pounds on that  
7 delicate chip, and each time the ram would  
8 come up, it would pick up an additional 450  
9 pounds, and you do that four times, you've  
10 got a lot of weight on that chip. You  
11 couldn't do my process on there without  
12 having a counterbalance platen that weighed  
13 absolutely nothing.

14 Q So, you view your invention using a  
15 counter -- for your invention, do you -- do  
16 you -- is it -- let me strike that. Sorry.

17 Does your invention require the use of  
18 a counterbalance platen?

19 MR. GUTKIN: Calls for a legal  
20 conclusion. You can answer.

21 THE WITNESS: By using the top platen  
22 of the laminator and controlling the ram to  
23 where I can raise it to -- raise the  
24 temperature in the laminator without making  
25 contact to the top of the platen, I can heat

1 the plastic and liquefy the plastic before  
2 applying ram pressure to encapsulate the  
3 electronics.

4 BY MR. JACOBS:

5 Q Is there anything else in your invention  
6 that you did differently than what you saw  
7 at Motorola?

8 A All of it.

9 Q Well, tell me what else.

10 A Motorola didn't have a printing press  
11 when I worked there.

12 THE VIDEOGRAPHER: Two minutes of tape.

13 THE WITNESS: I -- in my invention, I  
14 had -- on my first patent, I facilitated or  
15 printed on a -- the core that I made in the  
16 first lamination process.

17 MR. JACOBS: Why don't we change the  
18 tape.

19 THE VIDEOGRAPHER: Off the record.

20 (At this time a short recess was had.)

21 THE VIDEOGRAPHER: Back on the record.

22 BY MR. JACOBS:

23 Q Before we went off the record,  
24 Mr. Leighton, we were discussing what you  
25 considered to be the differences between

1 your invention and that which you saw at  
2 Motorola, and what I'm talking about what  
3 you saw at Motorola, I'm also talking about  
4 what the things you contributed to Motorola,  
5 and you so far, I think, mentioned the fact  
6 of a counterbalance platen and printing.

7 A Yes, Motorola didn't have those  
8 capabilities.

9 Q Right. What else did you consider  
10 different that you saw at Motorola than what  
11 you considered to be in your invention?

12 MR. GUTKIN: By "your invention,"  
13 we're still talking about Exhibit 101,  
14 correct?

15 MR. JACOBS: Well, actually, I was  
16 talking about all his inventions, but --

17 MR. GUTKIN: Well, then I'm going to  
18 object. Vague and ambiguous, compound.

19 MR. JACOBS: That's okay.

20 BY MR. JACOBS:

21 Q You can answer.

22 A What I did that's different than  
23 Motorola?

24 Q Yeah.

25 A Well, step one, I had zero pressure

1 tolerance on the surface of my sheets.

2 Q Uh-huh.

3 A That wasn't done at Motorola. I can  
4 illustrate that Motorola had a wide radio  
5 antenna which absorbed the pressure, and you  
6 could go ahead and close the laminator and  
7 heat it up. What I did was entirely  
8 different. I did not give pressures to the  
9 surface of my substrate before liquefying  
10 it. At Motorola, they did.

11 Q So, in other words, you did not apply  
12 any pressure to your substrate until after  
13 you raised the heating temperature; is that  
14 correct?

15 A That's correct.

16 Q Anything else?

17 A At Motorola, they did not print on the  
18 first lamination core sheets, or a prelam as  
19 we call it in the industry. I did. By  
20 printing on that prelam, you eliminate  
21 thicknesses of plastic core stock.

22 Q Anything else?

23 A The difference was in the chip that we  
24 had. The design of the inlay and chip is  
25 much different than what Motorola had.

1 Q Anything else?

2 A It would be much easier. No, I would  
3 say that would cover it.

4 Q Are the pressures and temperatures you  
5 use in your invention different than that  
6 that were used at Motorola?

7 MR. GUTKIN: Vague and ambiguous.  
8 Lacks foundation, compound.

9 THE WITNESS: I don't recall all the  
10 temperatures that I used at Motorola,  
11 because I was in there using many different  
12 temperatures at Motorola. When I left, I  
13 don't know what they did.

14 BY MR. JACOBS:

15 Q I'm not asking what they did while --  
16 after you left. I'm asking solely while you  
17 were there. You can't testify to what you  
18 don't know.

19 A Yeah.

20 Q Well, Motorola did use a heating phase  
21 and followed by a cooling phase, correct?

22 A Right, that's correct.

23 Q Did -- at Motorola, the pressures during  
24 the cooling phase were greater than the  
25 pressures during the heating phase?



1 A I don't know about the surface pressure.  
2 Their ram pressure might have been greater,  
3 but what the surface pressure of the plastic  
4 core sheet, I'm not certain what that was.

5 Q Did you ever know what the surface  
6 pressure at the core sheet was at Motorola?

7 A No, I don't think I ever got that broken  
8 down mathematically.

9 Q And you don't have any documents that  
10 would refresh your recollection --

11 A No.

12 Q -- as to that?

13 A No. Everything I did at Motorola stayed  
14 at Motorola as far as information is  
15 concerned. The documentation that I made  
16 was in a scrapbook log that was kept at  
17 Motorola.

18 Q Do you know where that log is today?

19 A No, I don't.

20 Q Did you make entries in that log?

21 A Only what I was doing there. Yes, I  
22 made entries in that log, but those entries  
23 that I made in the log would only be good  
24 for that type of laminator. It would not  
25 work on any other laminator.

**EXHIBIT 47**

\*\*\*\*\*CONFIDENTIAL DEPOSITION\*\*\*\*\*

IN THE UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

Leighton Technologies, LLC, )

Plaintiff-Counterclaim )

Defendant, )Case No.

-vs- )04Civ

Oberthur Card Systems, S.A.,)2496(CM)

Defendant-Counterclaim )

Plaintiff. )

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Continued deposition of KEITH R.

LEIGHTON, a witness herein, called by the  
Defendant- Counterclaim Plaintiff, as if  
upon cross-examination under the statute,  
and taken before Luanne Stone, a Notary  
Public within and for the State of Ohio,  
pursuant to the issuance of notice and  
subpoena, and pursuant to the further  
stipulations of counsel herein contained, on  
Monday, the 10th day of October, 2005 at  
9:00 o'clock A.M., at the Renaissance Hotel,  
the City of Cleveland, the County of  
Cuyahoga and the State of Ohio.

\*\*\*\*\*CONFIDENTIAL DEPOSITION\*\*\*\*\*

**Tackla**  
& Associates

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Tackla & Associates

1020 Ohio Savings Plaza  
1801 E. Ninth Street  
Cleveland, Ohio 44114

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1 A: Yes.

2 Q: Why -- on what facts do you reach  
3 that conclusion?

4 A: If I had a contactless laminator  
5 where I had zero pressures of the platens, I  
6 could produce a card as that reads in my  
7 patent. The bottom platen here, before even  
8 going into a heating cycle when the sheets  
9 are rigid and hard, are already receiving  
10 close to 2000 pounds pressure of the  
11 weight -- dead weight of the platens before  
12 it's even into operation. That's not  
13 acceptable in contactless smart cards.

14 Q: While you were at Motorola, you were  
15 never able to test whether, in fact, a  
16 process that used zero pressure at the  
17 beginning would produce an acceptable --  
18 acceptable yield; is that correct?

19 A: That's correct.

20 Q: Did there ever come a time when you  
21 were able to test to see if your process  
22 which started with a zero pressure would  
23 produce an acceptable yield?

24 A: Not at Motorola.

25 Q: Did there come a time anyplace where

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**EXHIBIT 48**

IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK

LEIGHTON TECHNOLOGIES, :  
 :  
 Plaintiffs, :  
 :  
 vs. : No. 04-CV-02496  
 :  
 :  
 OBERTHUR CARD SYSTEMS, S.A., :  
 OBERTHUR CARD SYSTEMS OF :  
 AMERICA CORPORATION, :  
 :  
 Defendants. :

--oOo--

VIDEOTAPE DEPOSITION OF

KEN THOMPSON

VOLUME I

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May 4, 2006

REPORTED BY: KENNETH T. BRILL, RPR, CSR 12797

ELLEN GRAUER COURT REPORTING CO. LLC  
126 East 56th Street, Fifth Floor  
New York, New York 10022  
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THOMPSON

the status of the deliverables that the basic simple things that we asked for, he did not do, did not document in the processes. Did not have any coherent requirements documents, did not produce a process traveler. It was well below our expectations.

MR. J. D. JACOBS: Let's mark as the next Exhibit a document bearing Bates stamp L06532. It's a fax on Motorola letterhead from Grace O'Malley. That will be Exhibit 2,679.

- - -

(Whereupon the document was marked, for identification purposes, as Exhibit Number Two Thousand Six Hundred Seventy-Nine.)

- - -

BY MR. J. D. JACOBS:

Q. Do you recognize Exhibit 2,679?

A. I don't recognize seeing it before, but I do recognize -- I know who Grace O'Malley is, I know who Keith Leighton is, and I know the circumstances that led up to Grace's response to Mr. Leighton.

Q. What were the circumstances that led up to Grace's response to Mr. Leighton?

THOMPSON

1  
2           A.    At some point in time, which I believe to  
3 be in 1995, approximately, Motorola had created a  
4 smart card, or was thinking to create a smart card  
5 group overall. Semiconductor products were -- were  
6 producing smart card modules. Motorola new ventures  
7 business development was in a corporate function and  
8 they were incubating a business idea in case to set  
9 up a new Motorola business to make smart cards. And  
10 in particular they wanted to make combi cards, dual  
11 interface cards, which is a smart card module,  
12 embedded in a card which is also attached to an  
13 internal antenna. We also -- they also wanted to  
14 develop just a pure contactless card.

15               So in 1995 that was being kicked around by  
16 our business development and marketing geniuses,  
17 professionals, and -- in our corporate. And then  
18 they -- the corporate people had went to their  
19 sister corporate department, called Corporate  
20 Manufacturing Research Center, who was run by Bill  
21 Beckenbau (ph) at that time. And Grace O'Malley was  
22 a Ph.D. materials, engineer group leader type  
23 person, who -- and CMRC had established two or three  
24 people to study the smart cards, how to make the  
25 combi cards.



1 THOMPSON

2 So they had been in contact with me in the  
3 past at some point, but in 1990 -- in late 1996,  
4 Motorola had decided to formally move this business  
5 incubation, new ventures from a corporate function  
6 to a new business unit, so that created a smart card  
7 solutions division.

8 And the smart card solutions division had  
9 contracted with a CMRC personnel to help further  
10 develop -- or to continue the work that they had  
11 been doing on combi cards. And by this date of  
12 March 27th, 1997, I was working full-time on smart  
13 card solution division products, combi cards and  
14 contactless 13.56 megahertz cards, and I was working  
15 practically zero amount for the Motorola Indala  
16 product.

17 So I was working very closely with Grace  
18 O'Malley, Kearon Gore (ph), a couple of other  
19 people. And I think what prompted this, there is  
20 maybe a CardTech SecureTech, some kind of trade  
21 industry meeting in Chicago area, or somewhere in  
22 the Midwest which Grace O'Malley and a couple of  
23 other people from Motorola attended who were working  
24 on developing these combi cards, the lamination  
25 process, the antenna structure, the interconnect

1 THOMPSON

2 methods, et cetera, and the contactless smart cards.

3 I was also at that show. It just so  
4 happened that Mr. Leighton was also at that show.  
5 He recognized some people's names on their badges as  
6 being from Motorola, and engaged Grace O'Malley in  
7 conversation, and others in conversation,  
8 essentially stating, I developed the RFID card  
9 lamination product and process for Motorola. But  
10 since I left there, I perfected it, and now I've got  
11 it -- it's even working better. I've done process  
12 development work. It's wonderful. You know, I know  
13 how to do it for the combi card too, you know, hire  
14 me, hire me, hire me.

15 In fact, Grace O'Malley, and I think  
16 another individual CMRC came to me same day or a  
17 couple days later, and says, wow, we found this guy  
18 that knows how to make combi cards, knows how to  
19 make this, that -- contactless cards. And he says  
20 he's worked for you in the past.

21 And I asked them who it was. They told me  
22 it was Keith Leighton, and I go, I'm very surprised  
23 Mr. Leighton is even telling you that. And it  
24 was -- it was somewhat shocking to me to hear that  
25 Keith was telling people that -- in fact, he was

1 THOMPSON

2 telling everyone, not just people from Motorola,  
3 other people -- other from that Motorola show came  
4 up to me and says, there's this guy going around  
5 saying he developed a product for Motorola, and he's  
6 got a patents on it. And I'd never heard of this,  
7 and I just couldn't believe that Keith Leighton  
8 would say that he's got patents on something that we  
9 were doing.

10 So -- because the reason that Motorola  
11 didn't patent things at Motorola Indala is it was  
12 more trade secret, and it was process patents. And  
13 enforceability of process patents in our experience  
14 has been very difficult. I should say a  
15 process/method patent.

16 And so I suppose, from my understanding  
17 from Grace, Grace says, well, I've got to give this  
18 guy a response, and I want to give him a formal  
19 response, instead of just over the phone. And I'm  
20 not sure if she consulted their attorneys in  
21 Chicago, Motorola's attorneys in Chicago to  
22 determine what kind of response to send him, but  
23 Grace did eventually send this response to Mr. Keith  
24 Leighton.

25 Q. Have you seen Mr. Keith Leighton since

**EXHIBIT 49**

IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK

- - - - -  
LEIGHTON TECHNOLOGIES, LLC, )

plaintiff, )

vs. ) Case No.

) 04 Civ. 02496 (CM)

OBERTHUR CARD SYSTEMS, S.A. )

and OBERTHUR CARD SYSTEMS )

OF AMERICA CORP., )

defendants. )

- - - - -  
(Volume III - pages 522 through 875)  
- - - - -

Continued videotaped deposition of  
KEITH LEIGHTON, a witness herein, called by the  
defendants as if upon cross-examination, and  
taken before David J. Collier, RPR, Notary  
Public within and for the State of Ohio,  
pursuant to Notice of Deposition and pursuant to  
the further stipulations of counsel herein  
contained, on Monday, the 23rd day of October,  
2006 at 8:02 a.m., at the offices of Tackla &  
Associates, 1020 Ohio Savings Plaza, City of  
Cleveland, County of Cuyahoga and the State of  
Ohio.

Tackla & Associates

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1 patent-related application work?

2 A On this first one, yes.

3 Q All right. On the first provisional that  
4 was filed?

5 A Yes.

6 Q At some point did somebody else begin to  
7 pay the attorney's fees?

8 A Not at that time.

9 Q At some point did somebody -- somebody did?

10 A I had to borrow money in order to complete  
11 it.

12 Q Okay. How much did you personally pay to  
13 have the patents filed, for the patent work?

14 A I don't recall that.

15 Q Do you remember if it was 1,000 or 10,000?

16 A I don't recall that.

17 Q You have no idea --

18 A No.

19 Q -- how much it was?

20 A No.

21 Q Not significant enough to stick in your  
22 mind in any way?

23 MR. GUTKIN: Object to form.

24 A No.

25 Q Okay. And at some point someone else came

1 in and started to pay for the patent application  
2 work?

3 A I had my son help me.

4 Q Okay.

5 A It was within the family.

6 Q Okay. And did anybody outside the family  
7 ever pay for any of your patent applications for  
8 patents?

9 A I don't know if it was to deal with this  
10 one --

11 Q Okay.

12 A -- but I did borrow money and give up a  
13 portion of my patent rights.

14 Q Okay. And who did you give up a portion of  
15 your patent rights to?

16 A I had three investors that come in --

17 Q Okay.

18 A -- not just for this patent but for the  
19 other ones also.

20 Q All in the same area, right?

21 A Right.

22 Q There's a group of patents here.

23 A Right.

24 Q These are all RFID process patents, right?

25 A Correct.

1 Q And who were the investors?

2 A There was three investors. One of them --  
3 or two of them worked with my son at Ford Motor.

4 Q Okay.

5 A And one was a friend that owns a shoe  
6 store.

7 Q Okay. And they still have interest in the  
8 patents?

9 A Each. Yes, they do.

10 Q And at any point did anyone else take an  
11 interest in the patents?

12 A These investors were assigned and it was  
13 recorded at the Patent Office.

14 Q Okay. They were assigned a percentage of  
15 the --

16 A Right.

17 Q -- patents. Okay.

18 And did anyone else, anybody else in  
19 the world ever contribute to the funds that went  
20 into the patent application process and your  
21 patents?

22 A No.

23 Q At some point did somebody else take an  
24 interest, a financial interest in your patents?

25 A That's when we joined with General Patent



**EXHIBIT 50**

Robert A. Gutkin, Esq. (Pro hac vice)  
Blair M. Jacobs, Esq. (Pro hac vice)  
Christina A. Ondrick (Pro hac vice)  
SUTHERLAND ASBILL & BRENNAN LLP  
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Attorneys for Plaintiff  
LEIGHTON TECHNOLOGIES LLC

IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK

LEIGHTON TECHNOLOGIES LLC,	)	
	)	04 Civ. 02496 (CM)
Plaintiff and Counterclaim Defendant,	)	
	)	<b>DECLARATION OF KEITH R.</b>
v.	)	<b>LEIGHTON</b>
	)	
OBERTHUR CARD SYSTEMS, S.A., and	)	
OBERTHUR CARD SYSTEMS OF AMERICA	)	
CORP.	)	
	)	
Defendants.	)	

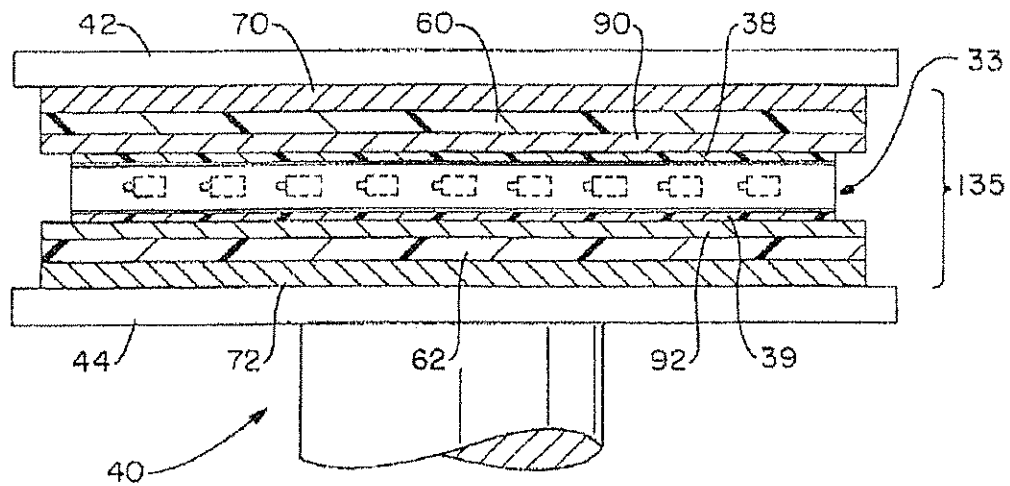
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I, Keith Leighton, hereby declare under penalty of perjury, as follows:

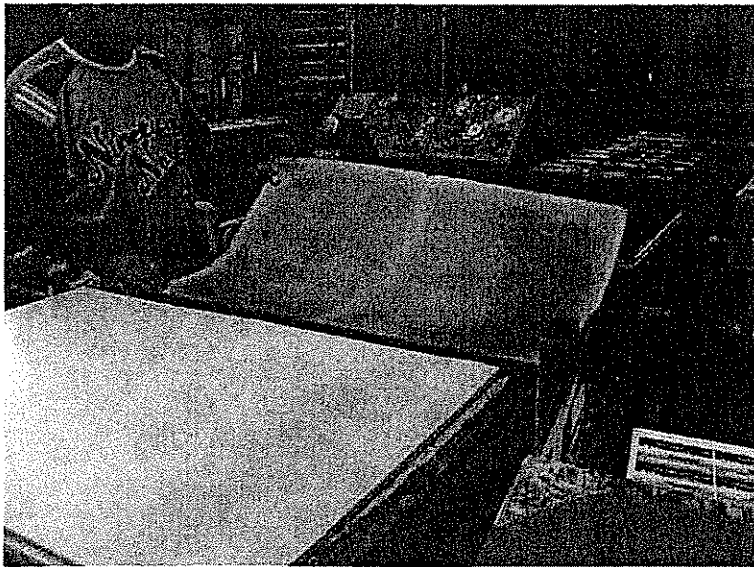
1. I am the inventor of US Patent Nos. 5,817,207; 6,036,099; 6,514,367; and 6,214,155.  
  
This declaration is submitted in support of Leighton Technologies Opposition to the Defendant's Summary Judgment Motion for Invalidity. The information set forth herein is based upon my own personal knowledge, and if called as a witness I would testify thereto.
2. I am 73 years old and I have a high school diploma from Berkley High School in Berkley, Michigan, which I received in 1952. I have been involved in the color printing industry since 1953, when I first began working for General Motors as a

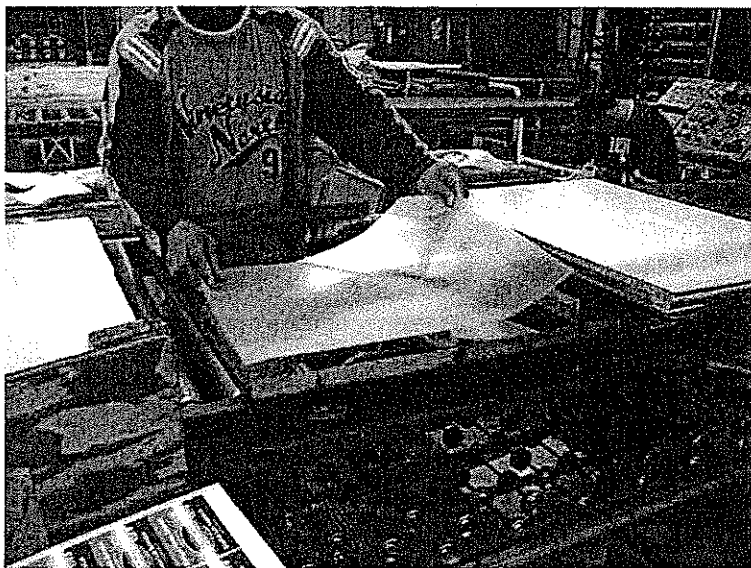
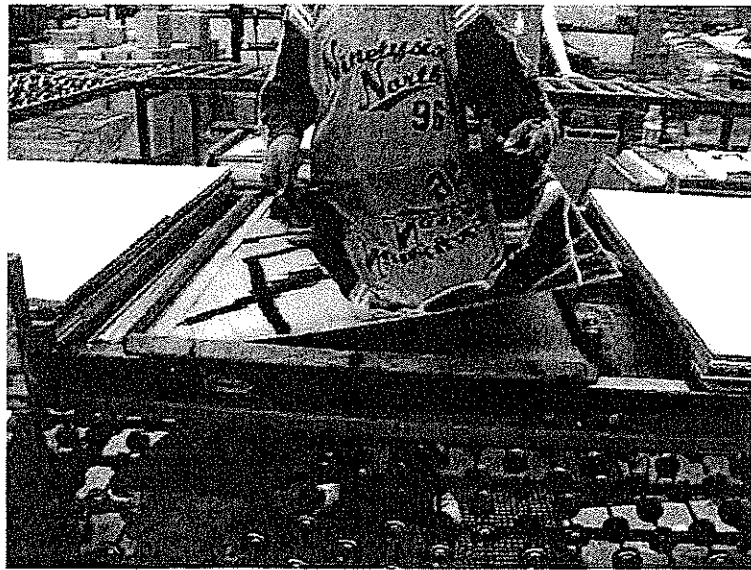
Plate Maker/Engraver. From 1970 –2000 I continued to work in the field of color printing, as well as working for a number of companies that manufactured plastic cards. Over the course of my career I have developed substantial hands on experience in the lamination of plastic cards, and I have served as a consultant for both the lamination and printing processes used to make such cards. I currently work as a machine operator at Invacare, a company that makes wheelchairs in Elyria, Ohio.

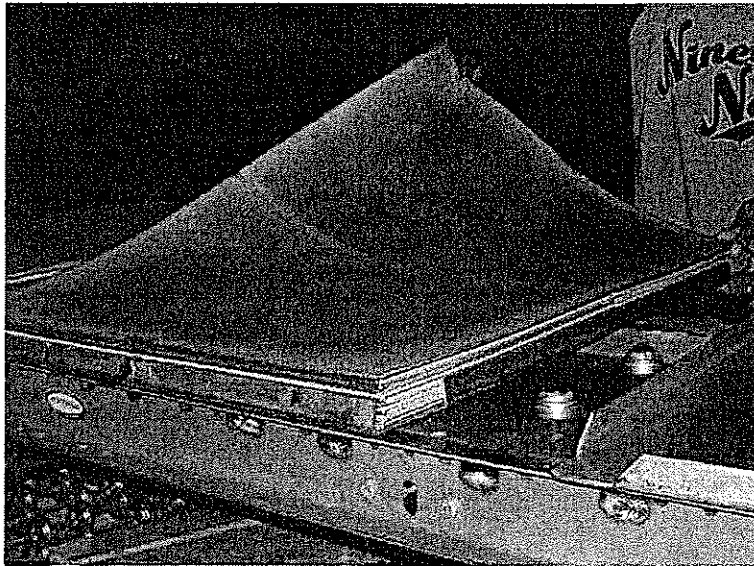
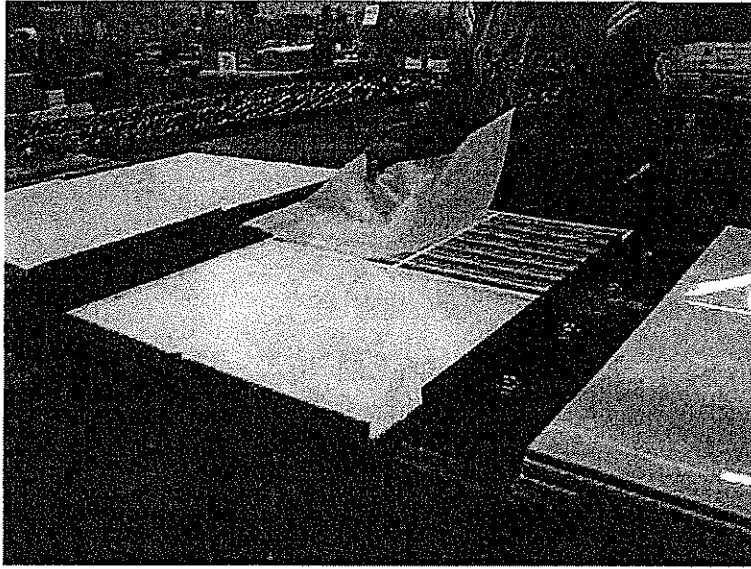
3. For many years standard plastic cards, and more recently contactless smart cards, have been made using the process of lamination. In general, the lamination of smart cards involves sandwiching electronic elements between layers of plastic and sealing them with heat and pressure.
  - a. The first step in the manufacture of a contactless smart card, or any plastic card for that matter that will be laminated involves building “books” made of layers of plastic, electronic elements (in the case of contactless cards), pads, and metal plates all of which sit in a lamination tray. A book may be made up of many layers of cards, similar to the single card layer illustrated at 135 from page 1 of my ‘155 patent.



The following pictures illustrate the actual assembly of a book being built in a lamination tray. The book contains multiple layers of cards that are separated by pads and plates:

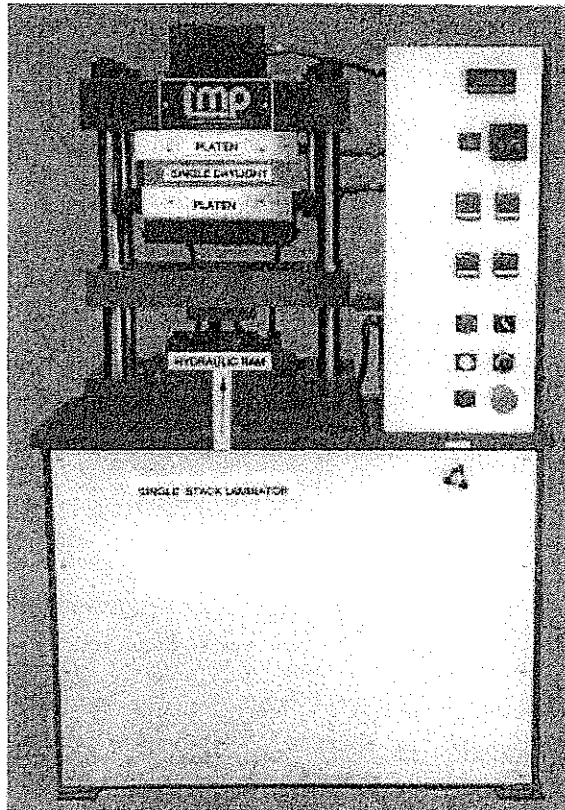


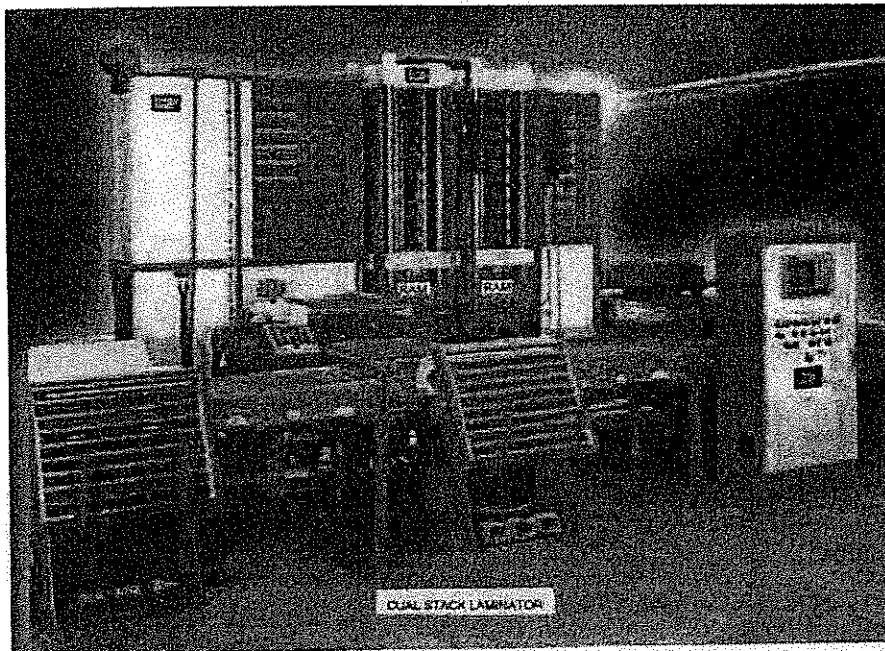
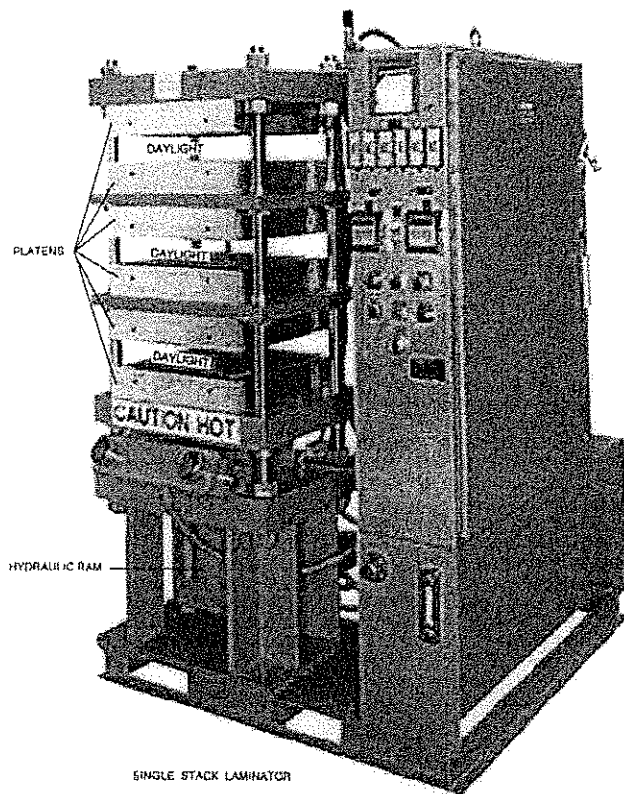






- b. The lamination tray containing the book is then placed into the daylight, or opening, in lamination machines similar to the ones set forth below.







- c. Over a set period of time, varying temperatures and pressures are applied to the book in order to laminate the materials and make a finished contactless smart card. In my method, I make sure that the plastic in the book is heated so that when any substantial pressure is applied to the sensitive electronics contained within each card, they can be safely encapsulated within the plastic. The electronics at the center of a contactless card can be extremely fragile.
4. As background, the following explains how I came to appreciate the problems that are faced in laminating sensitive electronics into a plastic card using temperature and pressure. In early 1995, I was contacted by Motorola and asked to come visit their facility in San Jose, California to assist them in their production of an employee identification card to be used by Microsoft employees. I was told that Bill Sanko, a business acquaintance and friend of mine, had been in touch with Motorola and had suggested that I might be able to help them make such a card.
5. I visited the Motorola facility and was shown the laminating machine that they were using to make their identification cards. The laminator was actually designed to make printed circuit boards and not plastic cards. The laminator was a dual stack laminator. It had a separate ram (press) for the heating phase and one for the cooling phase.
6. As I came to learn once I was at the Motorola facility, the rams on their machine were designed to exert more pressure during the heating phase of the lamination cycle than during the cooling phase of the cycle. Also, because of the weight of the platens (about 450 pounds), substantial weight or pressure was exerted on the cards by merely closing the laminator, before the cards could be heated and the plastic softened. By closing each of the daylight openings from the bottom of the

laminator to the top, additional weight was added for each of the platens onto the cards. The cards on the bottom daylight or opening had the greatest amount of weight or pressure exerted upon them before the lamination process could even be started. There was also a delay or dwell time between the two cycles. This meant that after the cards came out of the heating phase of the laminator, they had to sit with no heat and no pressure before they were able to go into the cooling phase of the machine.

7. These features of the Motorola laminator ultimately made it difficult for me to provide Motorola with a satisfactory yield of cards that worked. In order to activate the heat and subsequently maintain the heat on the platens, and ultimately the card material, the daylights or openings would have to be shut. The application of too much pressure from merely closing the laminator on the material in the bottom daylights or openings, and too much pressure during the heating phase of the lamination cycle did not enable me to obtain the yields that Motorola wanted. There were physical differences in the finished cards based upon which daylight or opening had been used to make the cards. The platens were warped, and there were differences in temperature and pressure between platens and between different lamination cycles. Also, Motorola provided me with electronics to laminate into the plastic cards that were thicker than the ISO card standards. ISO is an international standards organization. Certain types of plastic cards must meet ISO standards in order to be accepted. For example, a card must be a certain thickness in order to go into an ATM machine and to properly read the magnetic stripe that is on the card. The antenna that Motorola provided was much thicker than the ISO standards, as well as being thicker than the chip that sat inside the antenna. The antenna did to some extent act as a

buffer and provide the chip with some protection from the pressure being exerted upon the card when the platens were closed and additional pressure was applied during the heating cycle. Ultimately, I did make a number of cards at Motorola, but Motorola was unhappy with the yield that I obtained using their components and laminator. Motorola did not pay me the bonus provided by our consulting agreement, because they maintained that I did not satisfy the criteria for receiving a bonus. My last day at Motorola was April 5, 1995.

8. I continued to think about the problems I had encountered at Motorola, which had resulted in my inability to make a contactless smart card that satisfied their demands. Over the course of the next several months I came up with a new and different method that I believed would enable me to produce a contactless smart card that was smooth enough to accept dye sublimation printing, but also thin enough to satisfy ISO thickness standards. Because of the sequence of temperature and pressure that I used in my method, I was able to safely embed the sensitive electronics into the card without the use of any protective device around the electronics.
9. In October of 1995 my attorney at the time, Steve Haas, filed a provisional patent application on my method of manufacturing smart cards. I understand that the provisional application subsequently led to the patents that are the basis of this lawsuit.
10. In early 1996, I made a number of cards at a company that I had worked at for approximately 11 years, CSI (which was formerly known as 2B Systems) using the method that had been described in my provisional application. I made the cards on the single stack laminator that was at CSI. The cards were smooth enough to accept

dye sublimation printing, but also thin enough to satisfy ISO thickness standards.


Also, I did not use any protective device for the sensitive electronics, inlays of Phillips electronics, inserted into the card.

11. As I indicated at my deposition, I had previously heard of the company called Oakwood Design. After I left 2B Systems, a company that I worked at from 1970 – 1981, the owner of 2B Systems (which had then changed its name to CSI), invested in the Oakwood company before it went into bankruptcy. CSI apparently had also purchased an Oakwood Design laminator, which later caught fire. I understand from seeing the document that one of the former principals of Oakwood Design, Richard Smith, has submitted a declaration stating that certain of the Oakwood materials attached to the declaration show the inventions in my patents. I have reviewed the Oakwood materials and I do not see any explanation of how to encapsulate electronics, as per my patent to make a contactless smart card. I also understand from seeing the document that one of Oberthur's employees, Barry Mosteller, has similarly attached Oakwood materials to his declaration, and is also claiming that the Oakwood materials attached show the inventions in my patents. The same problems also apply to the Oakwood materials attached to Mr. Mosteller's declaration. In each of their declarations they talk about one of the graphs from the Oakwood materials. I was asked at my deposition about the graph, and I had a hard time understanding the graph because it does not have any numbers or explain any of the abbreviations that are used. However, if I use the abbreviations and explanation provided by both Mr. Mosteller and Mr. Smith, it does not show my inventions. In fact, the graph shows the type of pressure and temperature that did not work at Motorola. The graph shown

in the Oakwood materials, appears to apply substantial pressure before the plastic is given the chance to heat up.

12. In my inventions, I heat the card material before applying substantial pressure. I do this in order to soften the plastic before the electronics are pressed into the plastic material. If I understand the way in which Mr. Mosteller and Mr. Smith have explained the Oakwood graph, it shows applying a first pressure (which can be called  $P_1$ ) before the plastic has been heated to a first temperature ( $T_1$ ) for a first time period. I know from my experience at Motorola, where I could not avoid putting substantial pressure on the card material before it had a chance to heat up, that making a card in the manner was problematic in terms of obtaining a satisfactory yield. In fact, my experience with these types of problems led me to come up with the different method that I use in my patents.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed on this 6 day of December, 2005, at Cleveland, Ohio.

  
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Keith R. Leighton

**EXHIBIT 51**

IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK

LEIGHTON TECHNOLOGIES, :  
 :  
Plaintiffs, :  
 :  
vs. : No. 04-CV-02496  
 :  
 :  
OBERTHUR CARD SYSTEMS, S.A., :  
OBERTHUR CARD SYSTEMS OF :  
AMERICA CORPORATION, :  
 :  
Defendants. :

--oOo--

VIDEOTAPE DEPOSITION OF

KEN THOMPSON

VOLUME I

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May 4, 2006

REPORTED BY: KENNETH T. BRILL, RPR, CSR 12797

ELLEN GRAUER COURT REPORTING CO. LLC  
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New York, New York 10022  
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REF: 80728

1 THOMPSON

2 was me that was hiring him.

3 Q. And what -- what exactly were you looking  
4 for Mr. Leighton to contribute to Indala?

5 A. In general, overall, I would say I was  
6 looking for him to contribute experience, knowledge  
7 and processes and procedures when it comes to  
8 laminating cards and producing cards. There is more  
9 processes than just the lamination. There is the  
10 printing. There is the cutting. There is a  
11 punching of the cards. There is a handling of the  
12 cards.

13 And I -- no one in our facility had  
14 experience in high volume manufacturing of cards.  
15 We were not comfortable using our supplier  
16 Caulastics to -- to really teach us a lot of that,  
17 because we were sort of going to be taking business  
18 away from them, so to speak.

19 So in particular, I was looking for an  
20 experienced person in the card lamination -- or card  
21 manufacturing arena to give us really good insights  
22 on things to improve our operations, our processes,  
23 our materials, our toolings, et cetera.

24 Q. Were you looking for help in designing the  
25 structure of the card?